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Tarrant County Texas

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3/31/2011 1:20 PM

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Mary Louise Garcia

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO AND RATIFICATION OF OIL AND GAS LEASE

THE STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TARRANT §

WHEREAS, on **April 3rd, 2008**, a No Surface Use Oil and Gas Lease was entered into by and between **Bilbrey, Gene Etux Neva**, whose address is 3105 Cascade Lane, Arlington, Texas 76014, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as **D208321270**; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

1) The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.22907754361682184 acres of land, more or less, also being known as Blk 18R Lot 14, of the Briar Meadow Addition, an addition to the City of Arlington, Tarrant County, Texas, out of the _____, Abstract Number _____ Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.2291 acres, more or less, situated in the John W. Gorbett Survey, A-607, and being Lot 14, Block 18R, of Briar Meadow Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat thereof recorded in Volume 388-109, Page 12, Plat Records, Tarrant County, Texas.

2) Page Five (5) of the Lease includes the following paragraph:

A MEMORANDUM OF LEASE and not the actual Lease instrument with its addendum, if any, shall be filed of record in Tarrant County, Texas, in order to give constructive notice of Lessee's leasehold interest in the property.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The MEMORANDUM OF LEASE paragraph on Page Five (5) of the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is hereby deleted in its entirety.

WHEREAS, the Lessors, Gene Bilbrey and wife, Neva Bilbrey, herein stipulate that the Lease described above is the effective Lease with respect to Lot 14 and that the No Surface Use Oil and Gas Lease covering Lot 14 dated April 3, 2008, filed of record November 6, 2008 as Document No. D208419585 is of no force and effect; and,

WHEREAS, at this time Lessee, its heirs and assigns, desires to have Gene Bilbrey and wife, Neva Bilbrey adopt, ratify and confirm said Lease and all of the terms and provisions thereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby adopt, ratify and confirm the Lease as to all of its terms and provisions therein and does hereby lease, grant, demise and let the interest of the undersigned in the land covered by the Lease unto Lessee, its successors and assigns, in accordance with all of the terms and provisions of the Lease as fully and completely as if the undersigned had originally executed, acknowledged and delivered the same to Lessee.


Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

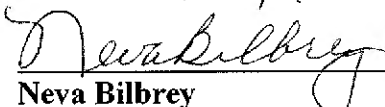
In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By: 
Gene Bilbrey

By: 
Neva Bilbrey

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____

ACKNOWLEDGMENTS

STATE OF TEXAS §

COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 30th day of March 2011, by Gene Bilbrey.



Brenda Hampton-Higgins
Notary Public, State of Texas

STATE OF TEXAS §

COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 30th day of March 2011, by Neva Bilbrey.



Brenda Hampton-Higgins
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by _____ of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____